

Hardware Equipment

5

## III Other Licenses

		Cost/license (including Tax)	Amount	Total License cost	Support/year	Cost
Media	Solaris 7 x86	\$ 107	4	\$ 429		
Speech	Solaris 8 x86			\$ -		
Admin	Linux 2.4.x			\$ -		
Database	Linux 2.4.x	\$ -		\$ -		
				\$ -		
				\$ -		
TTS	Speechify	\$ 385	5	\$ 1,925	12% not mandatory	
				\$ -		
Speech Recognition		\$ 500	94	\$ 47,000	\$70/license /year after the first year	\$ 3,290
Sybase per DB server	Adaptive Server Enterprise v.11.9	\$ 995	1	\$ 995		
Redundant Only	Replication Server v.12	\$ 745	0	\$ -		
Sybase Per CPU	Internet licenses v.11.9	\$ 1,440	2	\$ 2,880		
				\$ -		
Total				\$ 53,229		
Total with Support				\$ 56,519		

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*Hardware Equipment*

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*Media Server*

*Compaq ProLiant DL380 Intel Pentium 1GHz/133 Rack Model (128MB)*

**System Configuration**

Intel Pentium III 1GHz processor  
1GB Total SDRAM 133MHz (4x256)  
Integrated Smart Array Controller (Ultra2)  
Hot Plug Drive Cage-Ultra2 - 4 x 1" (up to 6 x 1" with optional drive cage)  
RAID 1 setting (Requires minimum of 2 matching drives)  
18.2GB Pluggable Universal Ultra2 SCSI Hard Drive 7200rpm (1")  
18.2GB Pluggable Universal Ultra2 SCSI Hard Drive 7200rpm (1")  
1.44MB Floppy Disk Drive - Included  
High Speed IDE Low Profile CD-ROM - Included  
Compaq 10/100 TX UTP - Included  
SmartStart & Compaq Insight Manager  
Compaq 3-Year Limited Warranty

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## Hardware Equipment

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## 1) Speech Server

<b>Catalog Number:</b>	06 Retail RC959497
<b>PowerEdge 1550 with Pentium III Processor:</b>	PowerEdge 1550 Pentium III 1GHz w/256K Cache 15510 - [ 220-9993 ]
<b>Additional Processors:</b>	2nd Processor Pentium III 1GHz w/256K Cache 2P100 - [ 311-5512 ]
<b>Memory:</b>	1GB SDRAM, 4 DIMMS 1GB4D - [ 311-0853 ]
<b>Keyboard:</b>	Standard Windows Keyboard S - [ 310-4100 ]
<b>Monitor:</b>	No Monitor Option N - [ 320-0058 ]
<b>1st Hard Drive:</b>	18GB Ultra3, 1 IN, 10K RPM, SCSI Hard Drive 18GB10 - [ 340-2468 ]
<b>2nd Hard Drive:</b>	18GB Ultra3, 1 IN, 10K RPM, SCSI Hard Drive 18GB10 - [ 340-2468 ]
<b>Primary Controller:</b>	PERC3-DCL RAID Card w/64MB Cache 1 Int/1 Ext Channel P3D64 - [ 340-2476 ]
<b>Diskette Drive:</b>	3.5 Inch, 1.44MB Floppy Drive FD - [ 340-2474 ]
<b>Operating System:</b>	NO Factory Installed Operating System NOOS/O - [ 420-4106 ]
<b>Mouse:</b>	LOGITEC SYSTEM MOUSE,GRAY LDN - [ 310-3776 ]
<b>First Network Adapter:</b>	Dual On-Board NICS Only OBNIC - [ 430-8991 ]

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*Hardware Equipment*

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<b>CD ROM:</b>	24X IDE CD ROM CD24X - [ 313-0317 ]
<b>Documentation/Disks:</b>	Electronic Documentation on CD EDOCS - [ 310-0438 ]
<b>Hard Drive Configuration:</b>	Add-In Raid Card, RAID 1 AR1 - [ 340-2472 ]
<b>Rack Installation:</b>	1U Dell 24U/42U Rack Kit RACKFUL - [ 310-0518 ]
<b>Hardware Support Services:</b>	3 Yrs BRONZE, Next Business Day Onsite

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## Hardware Equipment

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## 2) Database Server

<b>Catalog Number:</b>	06 Retail RC959497
<b>PowerEdge 2550:</b>	PowerEdge 2550, Intel Pentium III, 1.26GHz w/512K Cache 255126 - [ 220-8897 ]
<b>Additional Processors:</b>	Dual Processor Intel Pentium III 1.26GHZ w/512K Cache 2P126 - [ 311-1174 ]
<b>Memory:</b>	1GB SDRAM, 133MHz, 4X256MB DIMMs 1GB4D - [ 311-0853 ]
<b>Keyboard:</b>	No Keyboard Option N - [ 310-3281 ]
<b>Monitor:</b>	No Monitor Option N - [ 320-0058 ]
<b>1st Hard Drive:</b>	36 GB 1" Ultra3 (Ultra160) SCSI 10K RPM Hot Plug Hard Drive 36GB10 - [ 340-2334 ]
<b>Primary Controller:</b>	Dual-Channel On-board RAID Controller 128MB Cache (2-Int Channels) ROMB128 - [ 340-2437 ]
<b>Diskette Drive:</b>	1.44MB Diskette Drive FD - [ 340-5986 ]
<b>Operating System:</b>	No Factory Installed Operating System NOOS/O - [ 420-4106 ]
<b>Mouse:</b>	No Mouse Option N - [ 310-0024 ]
<b>First and Second Network Adapter:</b>	One integrated 10/100 and one integrated 10/100/1000 NICs OBNICS - [ 430-8991 ]
<b>CDROM or DVD ROM:</b>	24X IDE Internal CD ROM Drive CD24X - [ 313-0317 ]

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## Hardware Equipment

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<b>Hard Drive Backplane:</b>	4 Bay (2x2) Split Plug Hard Drive Backplane 2X2BKPL - [ 311-1297 ]
<b>Documentation:</b>	Electronic Documentation, User's/Installation/Trouble Guide on CD EDOCS - [ 310-0438 ]
<b>2nd Hard Drive:</b>	36 GB 1" Ultra3 (Ultra160) SCSI 10K RPM Hot Plug Hard Drive 36GB10 - [ 340-2334 ]
<b>Hard Drive Configuration:</b>	On-board Raid 10, Drives 1-4 connected to on-board RAID card MR10 - [ 340-2514 ]
<b>Chassis Configuration:</b>	New Rack Ordered RACK - [ 310-4111 ]
<b>Hardware Support Service:</b>	3 Yrs BRONZE, Next Business Day Onsite BRONZEU - [ 900-6220 900-6222 ]
<b>Installation Services:</b>	No Installation NOINSTL - [ 900-9997 ]
<b>4th Hard Drive:</b>	36 GB 1" Ultra3 (Ultra160) SCSI 10K RPM Hot Plug Hard Drive 36GB10 - [ 340-2334 ]
<b>3rd Hard Drive:</b>	36 GB 1" Ultra3 (Ultra160) SCSI 10K RPM Hot Plug Hard Drive 36GB10 - [ 340-2334 ]
<b>Power Supply Kits:</b>	Dual Redundant 330 Watt Power Supplies REDPWR - [ 310-0604 ]

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## Hardware Equipment

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## 3) Administrative Server

<b>Catalog Number:</b>	06 Retail RC959497
<b>PowerEdge 1550 with Pentium III Processor:</b>	PowerEdge 1550 Pentium III 1GHz w/256K Cache 15510 - [ 220-9993 ]
<b>Additional Processors:</b>	2nd Processor Pentium III 1GHz w/256K Cache 2P100 - [ 311-5512 ]
<b>Memory:</b>	2GB SDRAM, 4 DIMMS 2GB4D - [ 311-0856 ]
<b>Keyboard:</b>	Standard Windows Keyboard S - [ 310-4100 ]
<b>Monitor:</b>	No Monitor Option N - [ 320-0058 ]
<b>1st Hard Drive:</b>	36GB Ultra3, 1 IN, 10K RPM, SCSI Hard Drive 36GB10 - [ 340-2469 ]
<b>2nd Hard Drive:</b>	36GB Ultra3, 1 IN, 10K RPM, SCSI Hard Drive 36GB10 - [ 340-2469 ]
<b>Primary Controller:</b>	PERC3-DCL RAID Card w/64MB Cache 1 Int/1 Ext Channel P3D64 - [ 340-2476 ]
<b>Diskette Drive:</b>	3.5 Inch, 1.44MB Floppy Drive FD - [ 340-2474 ]
<b>Operating System:</b>	NO Factory Installed Operating System NOOS/O - [ 420-4106 ]
<b>Mouse:</b>	LOGITEC SYSTEM MOUSE,GRAY LDN - [ 310-3776 ]
<b>First Network Adapter:</b>	Dual On-Board NICS Only OBNIC - [ 430-8991 ]

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*Hardware Equipment*

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<b>CD ROM:</b>	24X IDE CD ROM CD24X - [ 313-0317 ]
<b>Documentation/Disks:</b>	Electronic Documentation on CD EDOCS - [ 310-0438 ]
<b>Hard Drive Configuration:</b>	Add-In Raid Card, RAID 1 AR1 - [ 340-2472 ]
<b>Rack Installation:</b>	1U Dell 24U/42U Rack Kit RACKFUL - [ 310-0518 ]
<b>Hardware Support Services:</b>	3 Yrs BRONZE, Next Business Day Onsite BRONZEU - [ 900-6220 900-6222 ]
<b>Installation Service:</b>	No Installation NOINSTL - [ 900-9997 ]

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APPENDIX F STATEMENT OF WORK: BRANDING

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The Statement of Work: Branding is attached hereto and incorporated herein by reference.

WorldCom:  Webley:  APPENDIX F-1

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**Statement of Work:  
Branding,  
Customized Software Development  
for WorldCom**



Webley Systems, Inc.  
570 Lake Cook Road  
Deerfield, Illinois

June 29, 2001

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Statement of Work

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**Statement of Work:  
Customized Software Development for WorldCom**

**Scope:** To deliver customized branding and billing capabilities unique to WorldCom's requirements.

**Objectives:**

- Prior to delivery of new software, demonstrate the operational capability of the customized software.
- Interfaces must contain compatibility among system components and meet any specific requirements.
- Documentation for deliverables.
- Meet delivery dates/milestones.
- Delivery of fully operational branding and customized packages conforming to the operational environment and specified user requirements.
- Enhancements to software must maintain previously provided functionality, while providing enhanced capabilities or systems corrections.

**Deliverables:**

- Customized Webley provisioning interface to administer voice mail accounts, provide access to customer data, retrieve call detail records, and create, modify, or delete customer accounts.
- Customized billing package to allow the administration of configurable data for creating new billing accounts.
- Customized management package to administer the branding per corporate account. The following elements can be branded:
  - URL : The URL to the Marketing Site.
  - Voice: Brand Voice(s).
  - CSS: Style Sheet that defines the fonts and colors of the Web GUI.
  - Demo: Demo Brand.
  - Logo: Brand Image (Logo).
  - CS Email: Customer Service Email Address
  - CS Phone: Customer Service Phone Number
  - TS Email: Technical Support email

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## Statement of Work

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- o General Email: Email address for suggestions
- o Copyright: Custom copyright information
- o Brand Name
- o Trusted IP: Whether this IP is trusted.
- o Default PIN: Default PIN for new accounts
- o Minutes Cap
- o Beta Message: Shows a message on the beta site
- o Email Footer: Text to be placed at the bottom of each email sent through web
- o Free Product: Confirms if this brand is free of charge
- o Show Charges: Shows/hides charges on Call Records page.
- o Disable PIN Change: User cannot change PIN
- o Web Help Dir: Custom Help can be provided (path to the file should be provided)
- o Beta Download: Enables access to beta binaries on the "Downloads" page of the user web site
- o Billing Email: Email address for billing inquiries
- o Disable IPFax: Hides/shows links to IPFax
- o Lock Password
- o Use of Extension
- o User Web Site Address
- o Disclaimer URL: Custom Legal Disclaimer
- o No Reply Email: no reply at (something) dot (something) for message notifications
- o PDF User Guide: Specifies which PDF user guide to use, if any
- o Disable Context: Hides contextual help
- o Disable PIMSync: Hides/shows links to PIMSync
- o PDF Phone Guide: File name of PDF guide
- o Web Context Dir: Contextual help directory
- o Welcome Message: Message shown on Welcome screen on User site
- o Default Password: Default web password for new accounts
- o PDF Pocket Guide: File name of PDF guide
- o Suggestion Email: Email for suggestions
- o Broadcast Mailbox: Dedicated Broadcast Mailbox
- o Create CS Contact: Creates a CS contact when the account is provisioned
- o Disable Reminders: Disables this feature
- o Login Page Message: N/A
- o PDF Quick Tutorial: File name of PDF guide
- o Privacy Policy URL: URL for the privacy policy
- o Voice Only Package: Tells if the brand is voice-only (no web interface)
- o Max Conference Legs: Maximum number of conference legs
- o Web Contact Columns: Custom Choice of Contact Columns
- o Web Session Timeout: Time allotted before the web session expires
- o Default Email Server: If the brand has a default email server
- o Disable Call Records

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*Statement of Work*

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- Disable Web Contacts: Turn Off/On Web-based contact management interface
- Disable Barge Through: Disable barge-through feature on the TUI
- Disable Call Transfer: Disable call transfer feature on the TUI
- Disable Contact Lists: Turn Off/On Web-based contact list management interface
- Disable Phone Contacts: Remove all phone contacts
- Disable Forwarding Path: Hide the path of forwarded message
- Disable Password Update: Turn off/on password change capability
- Disable Web Preferences: Hides/shows web preferences page from users
- New Touch Tone Commands: Uses custom touch-tone commands
- Voice Mail Only Package: Tells if the brand is voicemail-only (no web interface)
- Disable Message Counters: Turn Off/On Web message counters
- Default Email Server Name
- Disable voice recognition feature
- Resolve Names Within Brand: Shows name of user if the message is sent within the brand
- Hide Inbound Call Records: Does not show inbound calls on call records page
- Disable Personal Destinations: Turn Off/On ability to configure personal destinations
- Provisioning Messages Mailbox: Special Mailbox for "Welcome" messages to newly provisioned accounts
- Conference Call Limit Per Brand: Max Number of conferences allowed per mailbox
- Participant Limit Per Brand: Max number of conference participants allowed
- Disable Contact Destination: Turn Off/On ability to configure contact destinations
- Disable Personal and Billing Addresses: Hides/shows links to these pages
- Address Change Notification: Generates an email if the address is changed
- Disable E-mail: The ability to turn on/off email
- Customized user manual

**Scope of Work:**

- Webley will interview WorldCom to gather and verify requirements.
- Webley engineers will create conceptual design based on WorldCom input.
- Webley engineers will develop and write new code to provide customized branding and billing functionality as defined by WorldCom.

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*Statement of Work*

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- Webley will unit test each code set.
- Webley engineers will package the capabilities into logical, user-friendly software packages.
- Webley will QA test each new customized software feature/functionality through the user interface.
- Webley will verify beta packages with WorldCom and modify (if necessary) before release.
- Webley will create user manuals documenting the customized billing and branding packages.

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APPENDIX G STATEMENT OF WORK: TRAINING

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The Statement of Work: Training is attached hereto and incorporated herein by reference.

WorldCom: NS Webley: LA APPENDIX G-1

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## Training Statement of Work



Webley Systems, Inc.  
570 Lake Cook Road  
Deerfield, Illinois

July 23, 2001

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Training Statement of Work

2

## Training Statement of Work

### Assumptions:

- One call center handles Tier 1 and Tier 2 support calls
- One NOC monitors all platforms, using Webley generated monitoring tools
- All training will be held in Deerfield, Illinois
- All training include documentation and training materials customized for WorldCom
- Webley will provide all training equipment during the time of the training.
- Each class will be scheduled once in agreement with the customer. Repeats of the class will be quoted separately.

### Webley envisions three kinds of training for WorldCom:

- Network Operations Center training.
- Platform Administration training.
- Tier 1 and Tier 2 support training.
- Operation and platform construction training.
- Architecture and Operation training.

### 1. NOC Training

**Audience:** NOC operators. Associate degree in a computer-related field, with a demonstrated ability to pay attention to details.

**Number of NOC Operators to Be Trained:** up to ten (10).

**Duration of the Class:** seven (7) working days.

#### Class Outline:

- Day 1-2: Basic Webley Training.
- Day 3-5: Webley Platform Architecture:
  - Basic Platform Architecture:
    - Administration Server Architecture (Web, SIP proxy, Database)
    - Media Server Architecture (DSPs)
    - Speech Server Architecture (TTS, ASR, PDF conversion)
- Day 6: Using Monitoring Tools

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*Training Statement of Work*

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- Day 7: Processes and Procedures.

**Associated Documentation:** Webley NOC training manual for WorldCom.

## **2. Platform Administration Training**

**Audience:** A junior UNIX administrator with one to three years of system administration experience and the following skill set:

- Capable of training users in applications, UNIX fundamentals, and writing basic documentation.
- Highly skilled with most UNIX commands and utilities. Familiarity with most basic system administration tools and processes, such as booting and shutting down a machine, adding and removing user accounts, using backup programs and fsck, maintaining system database files (groups, hosts, aliases). A fundamental understanding of a UNIX-based operating system. For example, an understanding of job control, soft and hard links, and distinctions between the kernel and the shell.
- Familiar with networked/distributed computing environment concepts. For example, can use the route command, add a workstation to a network, and mount remote file systems.
- Able to write scripts in some administrative language (Tk, Perl, a shell).
- Programming experience in any applicable language. C or C++ preferred.

**Number of Administrators to be trained:** up to five (5).

**Training Outline:**

- Platform Overview (same as 7 days NOC training)
- How to Stop a T1 Span.
- How to Stop/Start/Restart a Process such as:
  - Msgd
  - Nuance
  - Apache
- How to Load Applications on All Platform Servers (Administration, Media, Speech and Database)
- Understanding How to Search Through Log Files
- Basic Problem Identification and Problem-solving.
- Hardware Training.

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Training Statement of Work

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**Time Frame for training:** Ten (10) working days.

**Associated documentation:** *Webley Administrator* training manual for WorldCom.

**3. Tier 1 and Tier 2 Support Training**

**Audience:** experienced call-center specialists.

**Course Outline:**

- Agenda
- Introduction to Webley
- Product Description
- Features and Benefits
- Webley Website
- Customer Service Website
- Escalation Procedure
- Frequently Asked Questions
- Customer Service Website
- Set-up and Usage
- Provisioning and Cancellation (if necessary).
- Trouble Shooting Problems
- Hands-on exercises with Phone and Web access, Customer Service Website.

**Training Duration:** One (1) week, plus one (1) week hands-on.

**Associated Documentation:**

- User Guide
- Customer Service Information Manual.

**4. Operations and Platform Construction Training**

**Platform Operations/Construction Personnel:** 2+.

**Audience:** Platform maintenance and construction personnel (Qualified Senior Unix Administrators)

**Number of Personnel to Be Trained:** 2+.

**Description:**

WCOM engineers will receive component level training on the hardware and software included on the Webley/WCOM IP Platform. Detailed step-by-step instruction on

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*Training Statement of Work*

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configuring hardware, installing software, testing and verifying components of the platform will be taught by Webley staff for the purpose of adding/replacing capacity on the in-house WCOM system.

**Training Outline:**

- Platform Overview (2 Days): focusing on Hardware/Software component details
- Installing/Configuring applications (2 Days): Database, Replication, Web Server are installed and configured.
- Media Server (2 Days): NMS hardware and software as well as Webley proprietary code is installed.
- Testing and Verification (5 days): Platform is setup on Webley QA / Staging network. Hammer tests begin and errors/troubleshooting is discussed.
- Installation of Hardware (2 days): Hardware is installed as a platform. Components are added/removed to show processes/procedures.

Associated documentation: *Webley IP Platform Configuration* training manual for WorldCom.

**5. Architecture and Operations Training**

**Audience:** Implementation Team. System architects, platform maintenance, and construction people.

**Number of Architects to Be Trained:** 2+.

**Duration of the Training:** approximately twenty (20) working days at time of development and production equipment delivery.

**Description:**

Webley will receive all of the equipment at the Deerfield facility. Webley engineers will perform the initial burn-in, which includes loading operating systems and all necessary patches. If all systems arrive in working condition and on time, this process shouldn't take long. However, we need at least two days for production platform, and at least two days for development and test platforms.

The WorldCom engineers will have the opportunity to ask questions and take necessary notes during the production platform build out. Documentation will be provided for standard software such as Sybase Database, Replication Server, Apache Web Server, and so on. These engineers will then build the Test and Development platforms under the supervision and assistance of the Webley crew. The WorldCom engineers will be

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*Training Statement of Work*

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required to stay two-three days during the production platform build out. Both Development and Test platforms can be done in parallel, and should take two-three days of WorldCom engineers' time.

*Production Platform*

1. Equipment received from Webley/WCOM Operations Personnel.
2. Two (2) Days. Standard Applications including Database, Replication, Web Server are installed and configured.
3. Two (2) Days. NMS hardware and software as well as Webley proprietary code is installed. WorldCom engineers participate by learning as much as possible.
4. Five (5) Days. *WorldCom engineers may stay to work with Webley engineers if desired.* Platform is setup on Webley QA / Staging network. Hammer tests begin. We generate thousands of calls to verify that the hardware and software are stable.
5. One (1) Day. Platform is prepared for shipping to WorldCom's Downers Grove, Illinois, facility.

*Test and Development Platforms*

1. Equipment received from Webley/WCOM Operations Personnel.
2. Two (2) Days. Standard Applications including Database, Replication, Web Server are installed and configured.
3. Two (2) Days. NMS hardware and software as well as Webley proprietary code is installed. WorldCom engineers participate by building these platforms with the supervision and help of Webley Engineers. We suggest each of the engineers will take a part in building separate platform.
4. Five (5) Days. *WorldCom engineers may stay to work with Webley engineers if desired.* Platform is setup on Webley QA/Staging network. Hammer tests begin. We generate thousands of calls that check and verify that both hardware and software are stable.
5. One (1) Day. Platform prepared for shipping to Worldcom development facility.

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# **EXHIBIT Z**

Page 1 of 1

**Bob McConnell**

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**From:** Bob McConnell  
**Sent:** Wednesday, April 04, 2001 11:55 AM  
**To:** 'David.Wurster@wcom.com'  
**Subject:** RE: Commercial Due Diligence

Dave,  
I will send the DRAFT PPM to you overnight—it is virtually final. Please email back a FedEx address (i.e. street address, etc.)  
Thanks,  
Bob

-----Original Message-----

**From:** David Wurster [mailto:David.Wurster@wcom.com]  
**Sent:** Wednesday, April 04, 2001 10:59 AM  
**To:** Bob McConnell  
**Subject:** RE: Commercial Due Diligence

Bob,

I was wondering the status of the document you were going to send me. I was looking for a document that outlines Webley's financial situation. A document like you would send to potential investors outlining your product and services, as well as the finances of Webley. I am hoping to wrap up my commercial due diligence this week, and that document would help in my analysis of Webley.

Thanks  
Dave

---

David Wurster  
Product Planner  
Business Development & Technology Planning  
Worldcom  
Phone (303) 390-1082  
david.wurster@wcom.com

-----Original Message-----

**From:** Bob McConnell [mailto:McCon@Webley.COM]  
**Sent:** Friday, March 30, 2001 9:27 AM  
**To:** 'david.wurster@wcom.com'; Susan Gross  
**Cc:** Susan Kelley; Kurt VanderMotte  
**Subject:** Commercial Due Diligence

David,  
Just to introduce myself, I am Webley's CFO and General Counsel. I would be pleased to discuss the commercial due diligence matters of interest to WorldCom. I will try to call you this morning. My contact number is 888.387.3481  
Best regards,  
Bob McConnell

1/16/2005

PH 00241

A 02663

Page 1 of 1

**Bob McConnell**

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**From:** Bob McConnell  
**Sent:** Thursday, April 05, 2001 2:12 PM  
**To:** Susan Kelley  
**Subject:** FW: Commercial Due Diligence

FYI

-----Original Message-----

**From:** David Wurster [mailto:David.Wurster@wcom.com]  
**Sent:** Thursday, April 05, 2001 1:13 PM  
**To:** Bob McConnell  
**Subject:** RE: Commercial Due Diligence

Bob,

Got your document. Thank you very much, the information will help me in my due diligence. I will be sure to limit the distribution of this document.

Thanks for your help,  
Dave

---

David Wurster  
Product Planner  
Business Development & Technology Planning  
Worldcom  
Phone (303) 390-1082  
david.wurster@wcom.com

-----Original Message-----

**From:** Bob McConnell [mailto:McCon@Webley.COM]  
**Sent:** Friday, March 30, 2001 9:27 AM  
**To:** 'david.wurster@wcom.com'; Susan Gross  
**Cc:** Susan Kelley; Kurt VanderMotte  
**Subject:** Commercial Due Diligence

David,

Just to introduce myself, I am Webley's CFO and General Counsel. I would be pleased to discuss the commercial due diligence matters of interest to WorldCom. I will try to call you this morning. My contact number is 888.387.3481

Best regards,  
Bob McConnell

1/16/2005

PH 00242

A 02664



Page 1 of 2

**Bob McConnell**

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**From:** Bob McConnell  
**Sent:** Thursday, April 05, 2001 4:10 PM  
**To:** 'David.Wurster@wcom.com'  
**Subject:** RE: Commercial Due Diligence

Dave,  
Webley has 147 employees and there are 17 at BuzMe and 51 at EffectNet. There are redundancy to be sorted out and we also will be adding employees in 2001.

Everyone is dedicated to U/M at all three companies. BuzMe allows us to tap into consumer existing local numbers for U/M, so their voice mail product with BNACF is clearly a subset of the larger U/M definition.

About 50% of total employment is engineering.

You should call Susan Kelley, SVP Sales to discuss customer implementations and existing business with WorlCom.

Best regards,  
Bob

-----Original Message-----

**From:** David Wurster [mailto:David.Wurster@wcom.com]  
**Sent:** Thursday, April 05, 2001 1:13 PM  
**To:** Bob McConnell  
**Subject:** RE: Commercial Due Diligence

Bob,

Got your document. Thank you very much, the information will help me in my due diligence. I will be sure to limit the distribution of this document.

Thanks for your help,  
Dave

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David Wurster  
Product Planner  
Business Development & Technology Planning  
Worldcom  
Phone (303) 390-1082  
david.wurster@wcom.com

-----Original Message-----

**From:** Bob McConnell [mailto:McCon@Webley.COM]  
**Sent:** Friday, March 30, 2001 9:27 AM  
**To:** 'david.wurster@wcom.com'; Susan Gross  
**Cc:** Susan Kelley; Kurt VanderMotte  
**Subject:** Commercial Due Diligence

1/16/2005

PH 00243

A 02665

Page 2 of 2

David,  
Just to introduce myself, I am Webley's CFO and General Counsel. I would be pleased to discuss the commercial due diligence matters of interest to WorldCom. I will try to call you this morning. My contact number is 888.387.3481  
Best regards,  
Bob McConnell

1/16/2005

PH 00244

A 02666

**Bob McConnell**

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From: Bob McConnell  
Sent: Wednesday, August 08, 2001 8:21 AM  
To: 'diane.jones.1@wcom.com'  
Cc: Jim Calandra  
Subject: RE: Updated financial information

Diane,  
Jim Calandra, who has now stepped in to help take some of the load, is now our CFO and I am continuing as General Counsel. Jim is finalizing the PPM update "as we speak" and should have something late today or tomorrow. If it is not available before the Friday meeting, I'm sure we can address the highlevel updates and, of course, the "re-organization" issues around the merger of Webley and EffectNet.  
Best Regards,  
Bob McConnell

-----Original Message-----

From: diane.jones.1@wcom.com [mailto:diane.jones.1@wcom.com]  
Sent: Wednesday, August 08, 2001 7:25 AM  
To: mcon@webley.com  
Cc: Don Fergus (E-mail); Dave Wurster (E-mail); KurtV@webley.com  
Subject: RE: Updated financial information

Bob,

We have a meeting with Webley this Friday, and I wanted to see if it was possible to get the below requested financial information before the meeting. Could you please contact me today to arrange this. You can reach me at 303 744 2017.

Many thanks,

Diane Jones  
Business Development and Technology Planning WorldCom  
Telephone: 303-744-2017  
VNet: 737-2017  
Pager: 1-800-615-2535 or 6152535@pagemci.com

-----Original Message-----

From:  
Sent: Wednesday, August 01, 2001 8:16 AM  
To: 'mcon@webley.com'  
Cc: Don Fergus (E-mail); Dave Wurster (E-mail)  
Subject: Updated financial information

Bob,

I was asked to perform an update on the financial review I performed in May on Webley. When we last spoke, I believe the Private Placement Memorandum had not been finalized. If a more current or final PPM is available, could you please send a copy to me at 668 S. Ogden St., Denver, CO 80209.

Additionally, I was told that your company is going through a re-organization and would like to get information on this as well. Please call me at 303 744 2017 at your earliest convenience.

Many thanks,

Diane Jones  
Business Development and Technology Planning WorldCom  
Telephone: 303-744-2017  
VNet: 737-2017

PH 00245

A 02667

Pager: 1-800-615-2535 or 6152535@pagemci.com

# **EXHIBIT AA**



*Your personal  
communications  
assistant*

ORIGINAL

Webley Systems, Inc.  
1150 Connecticut Avenue, NW  
Suite 1010  
Washington, DC 20036  
888.444.6400  
[www.webley.com](http://www.webley.com)

April 4, 2001

Mr. David Wurster  
Product Planner  
Business Development & Technology Planning  
Worldcom Network Services, Inc.  
707 17th Street  
Suite 3700  
Denver, Co 80202

Dear David:

Enclosed is a Draft Confidential Private Placement Memorandum (PPM) that we believe is very close to final. The PPM was prepared by Solomon Smith Barney based on information provided by the Company and is also supported by extensive due diligence. This document will be restricted to a very limited and controlled distribution. First, only pre-screened and selected potential investors identified by Solomon will receive the PPM. Second, this select group will also be bound by confidentiality provisions governing their receipt and use of the PPM.

I hope the PPM advances your information needs considerably. Please do not hesitate to contact me with any questions or follow-up information requests.

Sincerely,



Robert C. McConnell  
Chief Financial Officer

PH30627

A 02670

# Webley Systems, Inc.

## Series C Convertible Preferred Stock



NOT TO BE COPIED OR REPRODUCED

DRAFT

Confidential Private Placement Memorandum

SALOMON SMITH BARNEY  
A member of crrgroup

# NON-DISCLOSURE AGREEMENT

ORIGINAL

Agreement between MCI **WORLD**COM Network Services, Inc., having offices at 707 17<sup>th</sup> Street, Denver, CO. 80202 ("WorldCom"), and Webley Systems, Inc., having offices at 570 Lake Cook Road, 4<sup>th</sup> Floor, Deerfield, IL 60015 (the "Company"), effective as of September 29, 2000.

WHEREAS, for the purpose as stated in Section 2 below, WorldCom and the Company (collectively referred to as the "Parties" and individually referred to as a "Party") have determined to establish terms governing the use and protection of Confidential Information (as defined in Section 1 below) that one Party ("Owner") may disclose to the other Party ("Recipient").

NOW, THEREFORE, the Parties agree as follows:

1. "Confidential Information" means information that relates to the purpose stated in Section 2 below or that, although not related to such purpose, is nevertheless disclosed as a result of the Parties' discussions in that regard, and that should reasonably have been understood by the Recipient, because of legends or other markings, the circumstances of disclosure or the nature of the information itself, to be proprietary and confidential to the Owner, an Affiliate of the Owner or to a third party. Confidential Information may be disclosed in written or other tangible form (including on magnetic media) or by oral, visual or other means. The term "Affiliate" means any person or entity directly or indirectly controlling, controlled by, or under common control with a Party.

2. The Recipient of Confidential Information may use the Confidential Information only for the purpose of:

(a) discussing potential employment of the Company's products and/or technology in MCI WorldCom's next generation services architecture, products, and/or tool kits, and (b) discuss the potential reselling, distributing, private branding of the Company's products and services, and only during the period of time stated in the first sentence of Section 9.

3. Recipient shall protect such Confidential Information from disclosure to others, using the same degree of care used to protect its own confidential or proprietary information of like importance, but in any case using no less than a reasonable degree of care. Recipient may disclose Confidential Information received hereunder to (i) its Affiliates who agree, in advance, in writing, to be bound by this Agreement, and (ii) to its employees and independent contractors, and its Affiliates' employees and

independent contractors, who have a need to know, for the purpose of this Agreement, and who are bound to protect the received Confidential Information from unauthorized use and disclosure under the terms of a written agreement.

Confidential Information shall not otherwise be disclosed to any third party without the prior written consent of the Owner.

4. The restrictions of this Agreement on use and disclosure of Confidential Information shall not apply to information that:

(a) Was publicly known at the time of Owner's communication thereof to Recipient;

(b) Becomes publicly known through no fault of Recipient subsequent to the time of Owner's communication thereof to Recipient;

(c) Was in Recipient's possession free of any obligation of confidence at the time of Owner's communication thereof to Recipient;

(d) Is developed by Recipient independently of and without reference to any of Owner's Confidential Information or other information that Owner disclosed in confidence to any third party;

(e) Is rightfully obtained by Recipient from third parties authorized to make such disclosure without restriction; or

(f) Is identified by Owner as no longer proprietary or confidential.

5. In the event Recipient is required by law, regulation or court order to disclose any of Owner's Confidential Information, Recipient will promptly notify Owner in writing prior to making any such disclosure in order to facilitate Owner seeking a protective order or other appropriate remedy from the proper authority. Recipient agrees to cooperate with Owner in seeking such order or other remedy. Recipient further agrees that if Owner is not successful in precluding the requesting legal body from requiring the disclosure of the Confidential Information, it will furnish only that portion of the Confidential Information which is legally required and will exercise all reasonable efforts to obtain reliable assurances that confidential treatment will be accorded the Confidential Information.

6. All Confidential Information disclosed under this Agreement (including information in computer software or held in electronic storage media) shall be and



# **EXHIBIT BB**

Old EffectNet

10230 S. 50th Place  
Phoenix, AZ 85044**Invoice**

Date	Invoice #
9/14/2001	703

<b>Bill To</b>
WorldCom Purchasing, LLC PO Box 7 Clinton, MS 39060-0007 Attn: Accounts Payable

**PAID**

P.O. No.	Terms	Project
	Due on receipt	

Quantity	Description	Rate	Amount
	Unified Communications August 2001	22,184.00	22,184.00
Fed Tax ID 86-0967233 Resubmitted to Worldcom (Intermedia Invoice)		<b>Total</b>	\$22,184.00

PH24880  
A 02674

# **EXHIBIT CC**

EffectNet

10230 S. 50th Place  
Phoenix, AZ 85044**Invoice**

Date	Invoice #
2/6/2002	1010

<b>Bill To</b>
WorldCom Purchasing, LLC PO Box 7 Clinton, MS 39060-0007 Attn: Accounts Payable

P.O. No.	Terms	Project
4570182205	Net 15	

Quantity	Description	Rate	Amount
	December 2001 Billing Cycle		
46	Unified Messaging Mailbox- Unlimited		
1	Unified Messaging Mailbox- Basic	27.40	1,260.40
370	Outbound Calling Originated (Minutes)	11.45	11.45
		0.10	37.00
	Reconciliation Payment as of Ramp Date (12/18/01)		
9,953	Volume Shortfall (Minimum Monthly Commitment is 10,000)	27.40	272,712.20
	For billing inquiries, please call Richard Jeffers, 877.551.9365		
PO# 4570182205		<b>Total</b>	<b>\$274,021.05</b>

# **EXHIBIT DD**

EffectNet

10230 S. 50th Place  
Phoenix, AZ 85044**Invoice**

Date	Invoice #
2/6/2002	1011

<b>Bill To</b>
WorldCom Purchasing, LLC PO Box 7 Clinton, MS 39060-0007 Attn: Accounts Payable

P.O. No.	Terms	Project
4570182205	Net 15	

Quantity	Description	Rate	Amount
	January 2002 Billing Cycle		
46	Unified Messaging Mailbox- Unlimited		
1	Unified Messaging Mailbox- Basic	27.40	1,260.40
370	Outbound Calling Originated (Minutes)	11.45	11.45
		0.10	37.00
	Reconciliation Payment as of January 31, 2002		
9,953	Volume Shortfall (Minimum Monthly Commitment of 10,000)	27.40	272,712.20
	Late Fees at 1% per month		
1,833	September Invoice # 1006		
1,373	October Invoice # 1007	0.01	18.33
1,309	November Invoice # 1008	0.01	13.73
		0.01	13.09
	For billing inquiries, please call Richard Jeffers, 877.551.9365.		
PO# 4570182205		<b>Total</b>	\$274,066.20

# **EXHIBIT EE**

EffectNet

10230 S. 50th Place  
Phoenix, AZ 85044**Invoice**

Date	Invoice #
3/5/2002	1018

<b>Bill To</b>
WorldCom Purchasing, LLC PO Box 7 Clinton, MS 39060-0007 Attn: Accounts Payable

P.O. No.	Terms	Project
4570182205	Net 15	

Quantity	Description	Rate	Amount
	February 2002 Billing Cycle		
42	Unified Messaging Mailbox-Unlimited		
2,310	Outbound Calling Originated (Minutes)	27.40	1,150.80
		0.10	231.00
9,958	Reconciliation Payment as of February 28, 2002 (Volume Shortfall (Minimum Monthly Commitment is 10,000))		
		27.40	272,849.20
1,833	Late Fees at 1% per month		
1,373	September Invoice # 1006	0.01	18.33
1,309	October Invoice # 1007	0.01	13.73
	November Invoice # 1008	0.01	13.09
274,021.05	December Invoice #1010	0.01	2,740.21
274,066.2	January Invoice # 1010	0.01	2,740.66
PO# 4570182205		<b>Total</b>	<b>\$279,757.02</b>